MCNAMARA MICHAEL M

Form 4 May 06, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MCNAMARA MICHAEL M | | | 2. Issuer Name and Ticker or Trading Symbol FLEXTRONICS INTERNATIONAL LTD. [FLEX] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--|---------|---|---------------------------------|----|---|---------|--|--|---|---|--|
| (Last) C/O FLEXT INTERNAT FORTUNE | ΓΙΟΝΑL USA Ι | | nte of Earliest Transaction hth/Day/Year) 12/2008 | | | | | X Director 10% Owner X Officer (give title Other (specify below) Chief Executive Officer | | | | |
| SAN JOSE | (Street), CA 95131 | Filed(M | | | | ate Original | | <i>A</i> - - | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | y Owned | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | | Date, if | 3. Transa Code (Instr. | 8) | 4. Securitie oner Disposec (Instr. 3, 4 a | d of (D |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Ordinary Shares | 05/02/2008 | | | S(4) | | 75,000 | D | 10.89 (1) | 1,190,337 | D | | |
| Ordinary Shares | 05/02/2008 | | | S(4) | | 108,333 | D | \$ 10.88 (2) | 1,082,004 (3) | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Titl | e and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------|------------------|------------------|---------|----------------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | ate | Amou | nt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | 5 |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | Derivative | | | Securities | | | (Instr. 3 and 4) | | | (| |
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | | J |
| | | | | | Disposed | | | | | | 7 |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A 4 | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namelana | | |
| | | | | | | Exercisable Date | Date | Title | Number | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCNAMARA MICHAEL M C/O FLEXTRONICS INTERNATIONAL USA INC. 2090 FORTUNE DRIVE SAN JOSE, CA 95131

X

Chief Executive Officer

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ Michael McNamara, by Carrie Schiff as attorney-in-fact.

05/06/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the sale of 75,000 shares in 29 separate transactions, ranging from \$10.76 to \$11.09 per share, resulting in a weighted average sale price per share of \$10.89.
- (2) Represents the sale of 108,333 shares in 25 separate transactions, ranging from \$10.76 to \$11.01 per share, resulting in a weighted average sale price per share of \$10.88.
- (3) Includes 33,333 unvested shares of a share bonus award (a contingent right to receive Ordinary Shares), which will vest on April 17, 2009, and 225,000 unvested shares of a share bonus award, which vest in three equal annual installments beginning on May 1, 2009.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 28, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2